

## **INTERSPECIES MERGERS BETWEEN CORPORATIONS AND OTHER BUSINESS ENTITIES**

An interspecies merger is a combining of "other business entities" in which one of two or more other business entities survives. [The term "other business entity" is defined in Corporations Code Sections 174.5, 5063.5, 12242.5, 15611(v), 16901(12) and 17001(ac).]

One or more other business entities can merge only if each entity is authorized by the laws under which it is organized to effect the merger.

There are a variety of filing requirements based not only on the types of entities involved in the merger, but also the domicile of the entities merging and whether or not any foreign (out of state) entities are qualified to transact business in the State of California. It is not feasible to provide information and sample documents for each set of circumstances.

For requirements governing the filing of documents for mergers involving corporations and other business entities, consult Corporations Code Section 1113 for stock corporations, Section 6019.1 for nonprofit public benefit corporations, Section 8019.1 for nonprofit mutual benefit corporations, Section 9640 for nonprofit religious corporations, and Section 12540.1 for consumer cooperative corporations. The "Certificate of Merger" form referenced in these code sections is attached. (Merger provisions are discussed in Corporations Code Sections 15678.1 through 15678.9 for limited partnerships, Sections 16910 through 16917 for general partnerships, and Sections 17550 through 17556 for limited liability companies.)

Documents must be drafted in accordance with applicable code sections, dependent upon the status and particular circumstances of the entities involved. Due to the complexity of merger transactions, it is recommended that the advice of private counsel, specializing in corporate matters, be sought regarding the specific needs of the merging entities.

When preparing merger documents, regardless of the type of merger, be sure the entity name included in the documents is exactly as it appears on the records of the Secretary of State, including punctuation and abbreviations. Prior to filing please verify the status of the corporation(s) being merged as merger documents **cannot** be filed on behalf of suspended corporations (Revenue and Taxation Code Sections 23301 and 23775).

### **TAX CLEARANCE REQUIREMENT**

Each disappearing entity that is taxed pursuant to the Bank and Corporation Tax Law must obtain a Tax Clearance Certificate issued by the Franchise Tax Board indicating that all taxes imposed by that law have been paid or secured before the Certificate of Merger can be filed.

The Franchise Tax Board will issue the Tax Clearance Certificate and will send a copy directly to the client who requested the certificate. A copy will also be sent to the Secretary of State for filing with the merger documents. Information regarding the issuance of Tax Clearance Certificates can be obtained from the Franchise Tax Board's Internet Web site or by calling the Franchise Tax Board at (916) 845-4124.

If the Tax Clearance Certificate has been requested but not yet issued, the merger documents may be sent to the Secretary of State and the letter of transmittal should indicate that the Tax Clearance Certificate has been requested. Merger documents may not, however, be filed until all required Tax Clearance Certificates have been received.

THE FEE FOR FILING AN INTERSPECIES MERGER IS \$150.00.

The Secretary of State will certify two copies of the filed merger documents without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Any additional copies submitted with the original will be certified upon request and payment of the \$8.00 per copy certification fee.

A \$15.00 **special handling fee** is applicable for expedited processing of documents delivered in person at the public counter in the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will **be retained whether the documents are filed or rejected**. The special handling fee does not apply to documents submitted by mail.

Merger documents are not filed in the branch offices. Documents must be **mailed** or hand delivered for over the counter processing to the Sacramento Headquarters Office at:

Business Programs Division (916) 653-2318  
1500 11<sup>th</sup> Street  
Sacramento, CA 95814  
Attention: Document Filing Support Unit

PLEASE REFER TO THE SECRETARY OF STATE FILE NUMBER(S) WHEN  
SUBMITTING DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION



State of California  
Bill Jones  
Secretary of State

OTHER BUSINESS ENTITY  
CERTIFICATE OF MERGER

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 8019.1 and 12540.1)

Filing Fee – Please see instructions.  
IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity:	2. Type of entity:	3. Secretary of State File Number:	4. Jurisdiction:												
5. Name of disappearing entity:	6. Type of entity:	7. Secretary of State File Number:	8. Jurisdiction:												
9. Future effective date, if any:		Month	Day												
10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:		Year													
<table border="1"><thead><tr><th colspan="2">Surviving Entity</th><th colspan="2">Disappearing Entity</th></tr><tr><th>Each class entitled to vote</th><th>Percentage of vote required</th><th>Each class entitled to vote</th><th>Percentage of vote required</th></tr></thead><tbody><tr><td> </td><td> </td><td> </td><td> </td></tr></tbody></table>		Surviving Entity		Disappearing Entity		Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required						
Surviving Entity		Disappearing Entity													
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required												
11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.															
12. If equity securities of a parent party are to be issued in the merger: [ ] No vote of the shareholders of the parent party was required. [ ] The required vote of the shareholders of the parent party was obtained.															
SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.															
13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.															
SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.															
14. Principal business address of the surviving other business entity: Address: City: State: Zip:															
15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.															
16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger:															
17. Number of pages attached, if any:															
18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.															
Signature of Authorized Person for the Surviving Entity		Type or Print Name and Title of Person Signing													
Date		Date													
Signature of Authorized Person for the Surviving Entity		Type or Print Name and Title of Person Signing													
Date		Date													
Signature of Authorized Person for the Disappearing Entity		Type or Print Name and Title of Person Signing													
Date		Date													
Signature of Authorized Person for the Disappearing Entity		Type or Print Name and Title of Person Signing													
Date		Date													
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.															

# INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF MERGER

## DO NOT ALTER THIS FORM

Type or legibly print in black ink.

- Attach the fee for filing the Certificate of Merger with the Secretary of State. The filing fee for mergers between corporations and other business entities is one hundred and fifty dollars (\$150).
- Make check(s) payable to the Secretary of State.
- Send the executed document and filing fee to: Business Programs Division  
1500 11<sup>th</sup> Street  
Sacramento, CA 95814  
Attention: Document Filing Support Unit

- Fill in the items as follows:

**Item 1-4.** Enter the following information for the surviving entity: name, type of entity: (corporation, public benefit corporation, mutual benefit corporation, religious corporation, consumer cooperative corporation, limited partnership, limited liability company, general partnership business trust, real estate investment trust, unincorporated association), file number issued by the California Secretary of State (if any), and jurisdiction under which the entity was organized.

**Item 5-8.** Enter the following information for the disappearing entity: name, type of entity: (corporation, public benefit corporation, mutual benefit corporation, religious corporation, consumer cooperative corporation, limited partnership, limited liability company, general partnership, business trust, real estate investment trust, unincorporated association), file number issued by the California Secretary of State (if any), and jurisdiction under which the entity was organized. If more than one entity is disappearing, attach additional pages with required information.

**Item 9.** Enter the future effective date of the Certificate of Merger, if any. If none is indicated, the merger shall be effective upon filing with the California Secretary of State.

**Item 10.** If a vote of the members or shareholders was required pursuant to applicable law, specify the outstanding interests of each class which are entitled to vote on the merger and the percentage of the vote required for each class. Attach additional pages if necessary.

**Item 11.** Execution of this document confirms the following statement which has been preprinted on the form and may not be altered: "The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required."

**Item 12.** If equity securities of a parent party are to be issued in the merger, check the appropriate box regarding the vote of the shareholders of the parent party.

**Item 13.** If the surviving entity is a domestic limited liability company, domestic partnership, or domestic limited partnership, complete Item 13. Enter only the information which, as a result of the merger, is required to be set forth in the Articles of Organization of the surviving limited liability company, Certificate of Limited Partnership, or changes to the information set forth in any filed Statement of Partnership Authority (GP-1). Provide the text of each amendment adopted. Attach additional pages if necessary.

**Item 14.** If the surviving entity is an other business entity, enter the address of the principal place of business of the surviving entity. (See Section 174.5 for definition of "other business entity")

**Item 15.** If the surviving entity is a foreign limited liability company or other business entity, enter any other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity was organized. Attach additional pages if necessary.

**Item 16.** Set forth the statutory authority or other basis under which each foreign business entity is authorized by law to effect the merger.

**Item 17.** Enter the number of pages attached, if any. All attachments should be 8½" x 11", one-sided and legible.

**Item 18.** A Certificate of Merger shall be executed and acknowledged with original signatures by each constituent other business entity or corporation as set forth in Section 1113(g)(1) or (2). A facsimile or photocopy of the signature is not acceptable for the purpose of filing with the California Secretary of State.

If the Certificate of Merger is signed by an entity, the person signing for the entity must note the exact entity name, his/her name, and his/her position/title.

If the Certificate of Merger is signed by a trust, the Certificate must be signed by a trustee as follows: \_\_\_\_\_, trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5/1/94).

- If the surviving entity is a foreign other business entity in a merger in which a domestic corporation is a disappearing other business entity, a copy of the agreement of merger and attachments pursuant to Section 1113(g)(1) must be filed at the same time as filing the Certificate of Merger.
- If the surviving entity is a foreign limited liability company or foreign other business entity, the surviving entity shall file with the Secretary of State (1) an agreement that it may be served in this state in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity (Section 17555(g)(1)); (2) an irrevocable appointment of the Secretary of State as its agent for service of process, and an address to which process may be forwarded (Section 17555(g)(2); and (3) agreement that it will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law [Section 17555(g)(3)] .
- Each disappearing entity that is taxed pursuant to the Bank and Corporation Tax Law must file a certificate of satisfaction issued by the Franchise Tax Board indicating that all taxes imposed by that law have been paid or secured before filing a Certificate of Merger.
- If a disappearing foreign other business entity is qualified to transact intrastate business in California, a certificate of satisfaction from the Franchise Tax Board pursuant to Revenue and Taxation Code Section 23334 may be required to be filed with the Certificate of Merger. By filing the Certificate of Merger, the foreign other business entity will automatically surrender its right to transact intrastate business in California.
- For further information contact the Document Filing Support Unit at (916) 653-2318.

# CORPORATE MERGERS

A corporate merger is a combining of corporations in which one of two or more corporations survives. There are several types of mergers with a variety of filing requirements based not only on the number of corporations merging and the type of merger, but also the domicile of the corporations merging and whether or not any foreign (out of state) corporations are qualified to transact business in the State of California. There is no way to provide information and sample documents for each set of circumstances. The following definitions and samples contain basic information and requirements for the type of merger identified and are provided to be used as guidelines only. Documents must be drafted in accordance with applicable code sections, dependent upon the status and particular circumstances of the corporations involved. Due to the complexity of merger transactions, it is recommended that the advice of private counsel, specializing in corporate matters, be sought regarding the specific needs of the merging entities.

When preparing merger documents, regardless of the type of merger, be sure the corporate name included in the documents is exactly as it appears on the records of the Secretary of State, including punctuation and abbreviations. Prior to filing please verify the status of the corporations being merged as merger documents **cannot** be filed on behalf of suspended corporations. (See Revenue and Taxation Code Sections 23301 and 23775.)

## **SHORT FORM MERGER**

California Corporations Code Section 1110 allows the merger of a subsidiary corporation into the parent by a simplified procedure if the parent owns 100 percent of the outstanding shares of the subsidiary. The merger is accomplished by the filing of a Certificate of Ownership. A sample document follows this discussion.

When the two corporations are California corporations, or the disappearing corporation is a foreign qualified corporation, the filing consists of the original Certificate of Ownership and a copy thereof. The copy can be either a photocopy of the signed original or a duplicate signed original. Two **additional** copies should be sent for certification, in other words, **a total of the original and three copies**.

Two or more subsidiary corporations can be merged by a single Certificate of Ownership by appropriate additional statements in the certificate. In such a case, the filing consists of the **original** Certificate of Ownership, **enough copies equal to the number of subsidiary corporations being merged and two copies for certification**.

Either the parent corporation or one or more of the subsidiary corporations can be foreign corporations, whether or not qualified in California, as long as either the parent corporation or at least one of the subsidiary corporations is a California corporation, and the laws of the place of incorporation of the foreign corporation permit a merger to be effected in the manner provided by Section 1110.

While Section 1110 also allows a short form merger if the parent corporation owns less than 100 percent, but a least 90 percent of the outstanding shares of each class, the statutory requirements for the filing are more complex. As the number of such filings is few compared to the number of 100 percent owned mergers, a format is not included in the information provided. For further information, refer to Section 1110 or a textbook.

## **MERGER BY AGREEMENT OF MERGER**

When there is a merger by agreement of merger with a California corporation as the survivor, there must be filed a copy of the Agreement of Merger with an Officers' Certificate of each corporation attached. The documents should be stapled together with the Agreement of Merger on top, followed by the Officers' Certificate of the survivor, which in turn is followed by the Officers' Certificate of the merging corporation or corporations. (See Corporations Code Sections 1101, 1102, and 1103.)

An Officers' Certificate must be prepared and attached for the survivor and for each merging corporation, even for a merging corporation, which is a foreign corporation not qualified in California.

The sample format Agreement of Merger and the sample Certificate of Approval included are designed to meet minimum statutory requirements in a situation where the two corporations are owned by the same corporation or by the same individual.

It is preferable to state the basis for converting the shares of the merging corporation in terms of each share, i.e., "On the effective date of the merger, each outstanding common share of Merging Corporation shall be converted into one share of common stock of Surviving Corporation."

### **TRIANGULAR MERGER**

In many instances of a corporate acquisition by merger, the transaction will be structured as a merger of the corporation being acquired into a subsidiary of the acquiring corporation. This type of merger is referred to as a triangular merger and is specifically recognized in Corporations Code Section 1101. A variation on the triangular merger is the reverse triangular merger in which the subsidiary is merged into the corporation being acquired.

In a triangular merger there usually are two agreements which typically might be called "Agreement of Merger" and "Agreement of Reorganization", respectively. The Agreement of Merger is the statutory agreement drafted, executed and filed pursuant to Sections 1101 and 1103. The Agreement of Merger is intended to meet minimum statutory requirements and normally is much shorter than the agreement of reorganization. The agreement of reorganization sets forth the entire agreement of the parties. It is the Agreement of Merger and not the agreement of reorganization, which is filed with the Secretary of State, pursuant to Section 1103.

### **FILING PROCEDURES RELATING TO MERGERS INVOLVING DOMESTIC AND FOREIGN CORPORATIONS -**

Where a **FOREIGN** corporation **SURVIVES** the merger:

If at least one California corporation is a party (disappearing) to the merger, there are three alternatives for completing the filing in California.

1. Originally certified copy of the filing made in the foreign jurisdiction (the certification must be made by the public official having custody over the original document).
- OR** 2. A merger filing made in the California form, including a copy of the Agreement of Merger and originally executed Officers' Certificate for EACH constituent corporation (Corporations Code Section 1103), or, if appropriate, an originally executed Certificate of Ownership (Corporations Code Section 1110).
- OR** 3. Originally executed counter part of the merger filing made in the foreign jurisdiction (in the form required by the laws of the foreign jurisdiction).

If no California corporation is a party to the merger (all parties are foreign corporations), the correct filing is a Certificate of Surrender of Right to Transact Intrastate Business, accompanied by a Tax Clearance Certificate filed on behalf of each disappearing, qualified foreign corporation. (See Corporations Code Section 2112.) There is no filing fee for the Certificate of Surrender of Right to Transact Intrastate Business.

Where a **CALIFORNIA** corporation **SURVIVES** the merger:

The merger filing must be made in the California form by filing an Agreement of Merger and originally executed Officers' Certificate for EACH constituent corporation (Corporations Code Section 1103), or, if appropriate, by filing an originally executed Certificate of Ownership (Section 1110).

### **Additional Information**

In cases where the party surviving the merger is a foreign corporation and the merger filing is made in accordance with the laws of foreign jurisdiction, the merger proceedings are nevertheless subject to shareholder approval and dissenters' rights with respect to disappearing California corporations. (See Corporations Code Sections 1200 et seq. and 1300 et seq.)

A merger of a domestic corporation with a foreign corporation is subject to authorization to effect such a merger under the laws of the state of incorporation of the foreign constituent corporation.

When the surviving corporation in a merger is a foreign corporation, the merger is effective in accordance with the laws of the foreign jurisdiction. The filing is effective with regard to a domestic disappearing corporation as of the time of effectiveness in the foreign jurisdiction, but only after an appropriate merger filing is made in California. However, if the date of filing in California is more than six months after the time of effectiveness in the foreign jurisdiction, or if the California corporation is suspended at the time of effectiveness in the foreign jurisdiction, the merger shall be effective as to the California disappearing corporation as of the date of filing in California.

The California Secretary of State does not have authority to accept appointment as a corporation's Agent for Service of Process in California.

Under California law there are no provisions for effecting the redomestication of a corporation. Consequently, when a foreign corporation reorganizes in another state, the filings in California are the Surrender of Right to Transact Intrastate business on behalf of the corporation in its original state of incorporation, and the Statement and Designation by Foreign Corporation qualifying the corporation from the new state to do business in California.

### **NONPROFIT CORPORATIONS**

Provisions relating to the merger of nonprofit corporations are discussed in Corporations Code Sections 6010 et seq. for public benefit corporations, Sections 8010 et seq. for mutual benefit corporations, Sections 9640 et seq. for religious corporations Sections 12530 et seq. for consumer cooperative corporations.

To effect the merger, generally there must be filed with the Secretary of State a copy of the Agreement of Merger and an Officers' Certificate for the surviving corporation and for each disappearing corporation.

Attorney General notice and approval of mergers, including prior written consent, is required in some situations. You should review the appropriate Corporations Code provisions to ensure satisfaction of all legal requirements.

### **INTERSPECIES MERGERS**

See attached instructions for filing requirements specifically related to mergers between corporations and other business entities.

### **TAX CLEARANCE REQUIREMENT**

Prior to the filing of merger documents, a Tax Clearance Certificate must be requested from the Franchise Tax Board, for each California disappearing corporation and for each foreign disappearing corporation qualified in California.

**EXCEPTION:** A disappearing California corporation that filed articles of incorporation 60 days or less prior to the date of filing merger documents to merge with a California surviving corporation is not required to obtain a Tax Clearance Certificate.

The Franchise Tax Board will issue the Tax Clearance Certificate and will send a copy directly to the client who requested the certificate. A copy will also be sent to the Secretary of State for filing with the merger documents. Information regarding the issuance of Tax Clearance Certificates can be obtained from the [Franchise Tax Board's Internet Web site](#) or by calling the Franchise Tax Board at (916) 845-4124 for general corporations and (916) 845-4171 for exempt corporations.

If the Tax Clearance Certificate has been requested but not yet issued, the merger documents may be sent to the Secretary of State with a letter of transmittal indicating the Tax Clearance Certificate has been requested. Merger documents may not, however, be filed until all required Tax Clearance Certificates have been received.

THE FEE FOR FILING A CORPORATE MERGER IS \$100.00.

The Secretary of State will certify two copies of the filed merger documents without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Any additional copies submitted with the original will be certified upon request and payment of the \$8.00 per copy certification fee.

A \$15.00 **special handling fee** is applicable for expedited processing of documents delivered in person at the public counter in the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will **be retained whether the documents are filed or rejected**. The special handling fee does not apply to documents submitted by mail.

Merger documents are not filed in the branch offices. Documents must be **mailed** or hand delivered for over the counter processing to the Sacramento Headquarters Office at:

Business Programs Division (916) 653-2318  
1500 11<sup>th</sup> Street  
Sacramento, CA 95814  
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**CERTIFICATE OF OWNERSHIP**

\_\_\_\_\_ and \_\_\_\_\_ certify that:

1. They are the **president** and the **secretary**, respectively, of \_\_\_\_\_ (NAME OF SURVIVING CORPORATION), a California corporation.
2. This corporation owns all the outstanding shares of \_\_\_\_\_ (NAME OF DISAPPEARING CORPORATION), a California corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge (NAME OF DISAPPEARING CORPORATION), its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

\_\_\_\_\_  
*(Signature of President)*  
(Typed Name of President), President

\_\_\_\_\_  
*(Signature of Secretary)*  
(Typed Name of Secretary), Secretary

**AGREEMENT OF MERGER**

This Agreement of Merger is entered into between       (NAME OF SURVIVING CORPORATION)      , a California corporation (herein "Surviving Corporation") and       (NAME OF DISAPPEARING CORPORATION)      , a California corporation (herein "Merging Corporation").

**NOTE**

*Choose only  
one of the #2  
statements*

DO NOT USE  
BOTH  
STATEMENTS

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.

**OR**

2. Each outstanding share of Merging Corporation shall be converted to \_\_\_\_\_ shares of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

*(NAME OF SURVIVING CORPORATION)*

By                     (Signature of President)                      
*(Typed Name of President), President*

By                     (Signature of Secretary)                      
*(Typed Name of Secretary), Secretary*

*(NAME OF DISAPPEARING CORPORATION)*

By                     (Signature of President)                      
*(Typed Name of President), President*

By                     (Signature of Secretary)                      
*(Typed Name of Secretary), Secretary*

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

\_\_\_\_\_ and \_\_\_\_\_ certify that:

1. They are the president and the secretary, respectively, of       (NAME OF CORPORATION)      , a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is \_\_\_\_\_.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

\_\_\_\_\_  
*(Signature of President)*  
(Typed Name of President), President

\_\_\_\_\_  
*(Signature of Secretary)*  
(Typed Name of Secretary), Secretary

*This sample Certificate of Approval of Agreement of Merger is for use by stock corporations where there is only one class of shares and 100% shareholder approval is received. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to Section 1103, Corporations Code, or to a textbook.*

A Certificate of Approval for each corporation MUST accompany the Agreement of Merger.

**AGREEMENT OF MERGER**

This Agreement of Merger is entered into between (NAME OF SURVIVING CORPORATION), a California Nonprofit (PUBLIC BENEFIT, MUTUAL BENEFIT OR RELIGIOUS), corporation (herein "Surviving Corporation") and (NAME OF DISAPPEARING CORPORATION), a California Nonprofit (PUBLIC BENEFIT, MUTUAL BENEFIT OR RELIGIOUS), corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The memberships of Merging Corporation shall be converted into memberships of Surviving Corporation.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

(NAME OF SURVIVING CORPORATION)

By (Signature of President)  
(Typed Name of President), President

By (Signature of Secretary)  
(Typed Name of Secretary), Secretary

(NAME OF DISAPPEARING CORPORATION)

By (Signature of President)  
(Typed Name of President), President

By (Signature of Secretary)  
(Typed Name of Secretary), Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

\_\_\_\_\_ and \_\_\_\_\_ certify that:

1. They are the president and the secretary, respectively, of \_\_\_\_\_ (NAME OF CORPORATION), a California Nonprofit \_\_\_\_\_ (PUBLIC BENEFIT, MUTUAL BENEFIT OR RELIGIOUS) corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the members of the corporation.
3. There is only one class of members and the total number of members of the corporation entitled to vote on the merger is \_\_\_\_\_.
4. No other approvals are required.

**NOTE**

*Choose only  
one of the #4  
statements*

*DO NOT USE  
BOTH  
STATEMENTS*

**OR**

4. \_\_\_\_\_ (IDENTIFY OTHERS WHOSE APPROVAL IS REQUIRED)

The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of such other person(s).

**NOTE**

*Choose only  
one of the #5  
statements*

*DO NOT USE  
ALL THREE  
STATEMENTS*

**OR**

5. The Attorney General of the State of California has been given notice of the merger.
5. The Attorney General of the State of California has approved the merger.

**OR**

5. The Attorney General of the State of California is not required to be given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

\_\_\_\_\_  
(Signature of President)

(Typed Name of President), President

\_\_\_\_\_  
(Signature of Secretary)

(Typed Name of Secretary), Secretary

*This sample Certificate of Approval of Agreement of Merger is for use by nonprofit corporations having members. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to Sections 6010 et. seq., 8010 et. seq. or 9640 et. seq., Corporations Code, or to a textbook.*

*A Certificate of Approval for each corporation MUST accompany the Agreement of Merger.*